

**COPY**

B 10 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

PROOF OF CLAIM

Debtor against which claim is asserted: (Check only one box below):

- |   |  |   |
|---|--|---|
| <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) | <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) | <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) |
| <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) | <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)               | <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666)          |
| <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655)                       | <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)              | <input type="checkbox"/> Patapco Designs, Inc. (Case No. 08-35667)    |
| <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)          | <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662)                    | <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668)  |
| <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) | <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663)                    | <input type="checkbox"/> XSStuff, LLC (Case No. 08-35669)             |
| <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)                     | <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)                           | <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)              |

Name of Creditor (the person or other entity to whom the debtor owes money or property):  
**Circuit Investors #5 - Salem Limited Partnership**

☒ Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:  
**Sigmond Sommer Properties  
280 Park Avenue, 4th Floor, West Building  
New York, NY 10017**

Court Claims Number: **5020**  
(If known)  
File on: **January 21, 2009**

Telephone number: (212) 661-0700

Name and address where payment should be sent (if different from above):

- ☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- ☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: **\$604,013.32 (see rider)**  
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  
If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. Basis for Claim: **Lease retention and other damages.**  
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_  
3a. Debtor may have scheduled account as: \_\_\_\_\_  
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)  
Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  
Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other  
Describe:  
Value of Property: \$ \_\_\_\_\_ Annual Interest Rate: \_\_\_\_\_ %  
Amount of arrearage and other charges as of time case filed included in secured claim,  
If any: \$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_  
Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  
Specify the priority of the claim.

- ☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- ☐ Wages, salaries, or commissions (up to \$10,950\*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).
- ☐ Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).
- ☐ Up to \$2,425\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).
- ☐ Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).
- ☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ) 365(d)(3) 503(b)

Amount entitled to priority:  
**\$143,506.66**

\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  
If the documents are not available, please explain:

Date: **4/14/09**

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

**Ronald Dietrow, CFO & Treasurer**

FOR CREDITORS

**RECEIVED**  
**APR 21 2009**

KURTZMAN CARSON CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

PROSKAUER ROSE LLP COPY

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA

In re:

CIRCUIT CITY STORES, INC., et. al.,

Debtors.

(Chapter 11)

Case No. 08-35643 (KRH)

**RIDER TO AMENDED PROOF OF CLAIM FILED BY  
CIRCUIT INVESTORS #5 – SALEM LIMITED PARTNERSHIP**

1. Circuit Investors #5 – Salem Limited Partnership (“Salem”) files this amended proof of claim (the “Proof of Claim”) against Circuit City Stores, Inc., (the “Debtor”), which along with certain of its affiliates (each, collectively with the Debtor, the “Debtors”), commenced cases on November 10, 2008 (the “Commencement Date”) under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”). Upon information and belief, the Debtors are continuing to operate their business and manage their property as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

2. Salem’s claim arises in connection with a certain Agreement of Lease dated as of June 30, 1993 (the “Lease”), between Salem as landlord, and the Debtor as tenant, covering the leased space located in Salem, NH (the “Leased Premises”), as more fully described in the Lease. A copy of the Lease is available upon request. Salem originally filed a proof of claim, assigned claim number 5020 by the claims agent, in the amount of \$11,866.66 and unliquidated claim for all obligations under the Lease.

3. Salem asserts this amended Proof of Claim in connection with the Debtors' rejection of the Lease. As a result, remaining Rent and Additional Rent (both as defined under the Lease) are due as follows: (a) unpaid pre-petition rent in the amount of \$11,866.66 for the period November 1-10, 2008; (b) rejection damages in the amount of (i) \$448,560 for base rent plus (ii) the tenant's additional rent obligations for 15% of the remaining term of the Lease; and (c) post-petition rent to the rejection effective date in the amount of \$143,586.66. The total amount owed to Salem is \$604,013.32.

4. Salem expressly reserves all rights to amend or supplement this Proof of Claim.

5. Salem further expressly reserves the right to claim an administrative expense priority pursuant to 11 U.S.C. §§ 365(d)(3) and 503 for (i) all taxes (including all interest, penalties, and charges related thereto) which have been or will be assessed against the Leased Premises subsequent to the Commencement Date and (ii) any and all rent and/or other obligations arising or assessed, as the case may be, from and after the Commencement Date.<sup>1</sup>

6. In the event that the Debtor or any of the other Debtors assert or Salem shall determine, that another of the Debtors is obligated or liable for any of the categories of claims and amounts set forth herein, this Proof of Claim shall be deemed to have been filed against such other debtor, for such category and amount.

---

<sup>1</sup> Salem also reserves the right to seek a set-off.

7. The filing of this Proof of Claim is not and shall not be deemed or construed as (i) a waiver or release of Salem's rights against any person, entity or property; (ii) a consent by Salem as to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Salem; (iii) a waiver or release of Salem's right to trial by jury in this Court or any other court in any proceedings as to any and all matter so triable herein, whether or not the same be designated legal or private rights or in any case, controversy or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (iv) a consent by Salem to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (v) a waiver or release of Salem's right to have any and all final orders in any and all non-core matters or proceedings entered only after de novo review by a United States District Court Judge; (vi) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in these cases against or otherwise involving Salem; or (vii) an election of remedies.

8. All notices concerning this Proof of Claim shall be sent to:

**Circuit Investors #5 – Salem Limited Partnership**  
**c/o Sigmund Sommer Properties**  
280 Park Avenue  
New York, NY 10017  
212 661 0700 (phone)  
212 661 0844 (fax)  
Attn: Ronald Dictrow

**PROSKAUER ROSE LLP**

Attorneys for Sigmund Sommer Properties

1585 Broadway

New York, New York 10036

(212) 969-3000 (phone)

(212) 969-2900 (fax)

Attn: Jeffrey W. Levitan, Esq.

9. No judgment has been rendered on any of the amounts asserted in  
this Proof of Claim.

Robert Somma, Esquire  
Laura A. Otenti, Esquire  
POSTERNAK BLANKSTEIN & LUND LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199  
(617) 973-6100

*Attorneys for 412 South Broadway Realty LLC*

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
(Richmond Division)

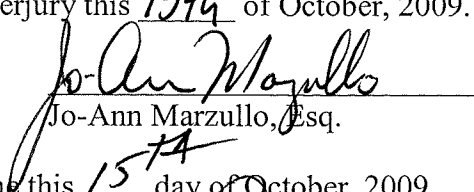
_____	)	
In re:	)	Chapter 11
	)	
CIRCUIT CITY STORES, INC., et al.	)	Case No. 08-35653-KRH
	)	
Debtor,	)	Jointly Administered
_____	)	

**DECLARATION OF JO-ANN MARZULLO, ESQ.**

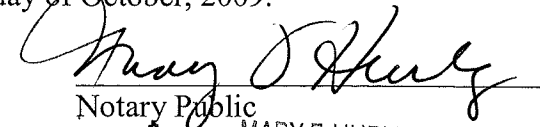

I, Jo-Ann Marzullo, Esq., hereby declare as follows,

1. I am legal counsel to 412 South Broadway Realty LLC ("412 South").
2. I have reviewed 412 South's Response to Debtors' Forty-Second Omnibus Objection to Claims (Disallowance of Certain Amended Claims) ("Response").
2. I am personally aware of the information set forth in the Response.
3. The Response is true and correct to the best of my information and belief.
4. Exhibit 1 to this Declaration is a true and accurate copy of email correspondence between me and Richard Corbi, Esq., counsel for Circuit NH Corp. regarding the proofs of claim filed in the above-captioned bankruptcy matter.

Signed under the pains and penalties of perjury this 15<sup>th</sup> of October, 2009.

  
Jo-Ann Marzullo, Esq.

Sworn to and subscribed before me this 15<sup>th</sup> day of October, 2009.

  
Notary Public  
My commission expires  
 MARY F. HURLEY  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
March 4, 2016

**Laura A. Otenti**

---

**From:** Jo-Ann Marzullo  
**Sent:** Thursday, June 11, 2009 10:41 AM  
**To:** 'Corbi, Richard J.'  
**Cc:** 'Levitan, Jeffrey W.'; David Saltiel; Laura A. Otenti  
**Subject:** RE: Circuit City Proofs of Claim: In re Circuit City Stores, Inc., et. Al. Bankr. E.D. Va. Case No. 08-35653 - NH

Thank you for the clarification. Please send the amended proof of claim when filed.

Jo-Ann Marzullo

---

**From:** Corbi, Richard J. [mailto:rcorbi@proskauer.com]  
**Sent:** Thursday, June 11, 2009 10:13 AM  
**To:** Jo-Ann Marzullo  
**Cc:** Levitan, Jeffrey W.; David Saltiel; Laura A. Otenti  
**Subject:** RE: Circuit City Proofs of Claim: In re Circuit City Stores, Inc., et. Al. Bankr. E.D. Va. Case No. 08-35653 - NH

The name is incorrect on the proof of claim form. We are filing an amended proof of claim.

Richard J. Corbi | PROSKAUER ROSE LLP  
Associate  
1585 Broadway | New York, NY 10036-8299  
v: 212.969.3932 | f: 212.969.2900  
rcorbi@proskauer.com | [www.proskauer.com](http://www.proskauer.com)

---

**From:** Jo-Ann Marzullo [mailto:jmarzullo@PBL.COM]  
**Sent:** Wednesday, June 10, 2009 3:26 PM  
**To:** Corbi, Richard J.  
**Cc:** Levitan, Jeffrey W.; David Saltiel; Laura A. Otenti  
**Subject:** RE: Circuit City Proofs of Claim: In re Circuit City Stores, Inc., et. Al. Bankr. E.D. Va. Case No. 08-35653 - NH

Thank you for sending the Proof of Claim so quickly. Please advise me why the claim was filed in the name of Circuit Investors #5 - Salem Limited Partnership which we understood sold the property in 1995 to Circuit NH Corp.? Does Circuit Investors still exist so that it could assign the Proof of Claim to Circuit NH Corp. who could thereafter assign it as part of the Deed in Lieu closing?

Jo-Ann M. Marzullo

**Posternak**

POSTERNAK BLANKSTEIN & LUND LLP

Prudential Tower  
800 Boylston Street  
Boston, Massachusetts 02199-8004  
617.973.6267  
617.722.4935 *fax*

This communication is intended only for the use of the individual or entity named as the addressee. It may contain information which is privileged and/or confidential under applicable law. If you are not the intended recipient or such recipient's employee or agent, you are hereby notified that any dissemination, copy or disclosure of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us at (617) 973-6100 or via return Internet e-mail to jmarzullo@pbl.com and delete this communication without making any copies. Thank you for your cooperation.

---

**From:** Corbi, Richard J. [mailto:rcorbi@proskauer.com]  
**Sent:** Wednesday, June 10, 2009 2:55 PM  
**To:** Jo-Ann Marzullo  
**Cc:** Levitan, Jeffrey W.  
**Subject:** Circuit City Proofs of Claim: In re Circuit City Stores, Inc., et. Al. Bankr. E.D. Va. Case No. 08-35653 - NH

Ms. Marzullo,

Attached is the Circuit City NH proof of claim.

9/30/2009



Regards,

Richard J. Corbi | PROSKAUER ROSE LLP  
Associate  
1585 Broadway | New York, NY 10036-8299  
v: 212.969.3932 | f: 212.969.2900  
rcorbi@proskauer.com | [www.proskauer.com](http://www.proskauer.com)

\*\*\*\*\*  
To ensure compliance with requirements imposed by U.S. Treasury Regulations, Proskauer Rose LLP informs you that any U.S. tax advice contained in this communication (including any attachments) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

\*\*\*\*\*  
This message and its attachments are sent from a law firm and may contain information that is confidential and protected by privilege from disclosure. If you are not the intended recipient, you are prohibited from printing, copying, forwarding or saving them. Please delete the message and attachments without printing, copying, forwarding or saving them, and notify the sender immediately.

=====

\*\*\*\*\*  
To ensure compliance with requirements imposed by U.S. Treasury Regulations, Proskauer Rose LLP informs you that any U.S. tax advice contained in this communication (including any attachments) was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

\*\*\*\*\*  
This message and its attachments are sent from a law firm and may contain information that is confidential and protected by privilege from disclosure. If you are not the intended recipient, you are prohibited from printing, copying, forwarding or saving them. Please delete the message and attachments without printing, copying, forwarding or saving them, and notify the sender immediately.

=====

**COPY**

B 10 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		PROOF OF CLAIM
Debtor against which claim is asserted: (Check only <u>one</u> box below:)		
<input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653)	<input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659)	<input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665)
<input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654)	<input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)	<input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666)
<input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655)	<input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)	<input type="checkbox"/> Patapasco Designs, Inc. (Case No. 08-35667)
<input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)	<input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662)	<input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668)
<input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657)	<input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663)	<input type="checkbox"/> XSSuff, LLC (Case No. 08-35669)
<input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)	<input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)	<input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)
NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(c).		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Circuit NH Corp.</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: <b>Sigmund Sommer Properties 280 Park Avenue, 4th Floor, West Building New York, NY 10017</b>		Court Claim Number: <u>12282</u> (If known)
Telephone number: (212) 661-0700		Filed on: <u>April 21, 2009</u>
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
Telephone number:		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: <u>\$ 604,013.32 (see rider)</u> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim.
2. Basis for Claim: <u>Lease rejection and other damages.</u> (See instruction #2 on reverse side.)		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		<input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate: _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		<input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		<input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		<input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).
Date: <u>6/15/09</u> Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. <b>Ronald Dietrow, CFO &amp; Treasurer</b>		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ), 365 (d) (3) 503 (b) Amount entitled to priority: <u>\$143,586.66</u> *Amounts are subject to adjustment on 4/20/09. All amounts thereafter with redaction date are based on or after the date of adjustment.

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**PROSKAUER ROSE LLP COPY**

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA

In re:

CIRCUIT CITY STORES, INC., et. al.,  
  
Debtors.

(Chapter 11)

Case No. 08-35643 (KRH)

**RIDER TO AMENDED PROOF OF CLAIM FILED BY  
CIRCUIT NH CORP**

1. Circuit NH Corp. ("Circuit NH") files this amended proof of claim (the "Proof of Claim") against Circuit City Stores, Inc., (the "Debtor"), which along with certain of its affiliates (each, collectively with the Debtor, the "Debtors"), commenced cases on November 10, 2008 (the "Commencement Date") under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court"). Upon information and belief, the Debtors are continuing to operate their business and manage their property as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

2. Circuit NH's claim arises in connection with a certain Agreement of Lease dated as of June 30, 1993 (the "Lease"), between Circuit NH as landlord, and the Debtor as tenant, covering the leased space located in Salem, NH (the "Leased Premises"), as more fully described in the Lease. A copy of the Lease is available upon request. Circuit NH originally filed a proof of claim, assigned claim number 5020 by the claims agent, in the amount of \$11,866.66 and an unliquidated claim for all obligations under the Lease, under the name Circuit Investors #5 – Salem Limited Partnership.

Circuit NH filed an amended proof of claim, assigned claim number 12282 by the claims agent, in the amount of \$604,013.32 and an unliquidated claim for all obligations under the Lease, under the name Circuit Investors #5 – Salem Limited Partnership.

3. Circuit NH asserts this amended Proof of Claim in connection with the Debtors' rejection of the Lease. As a result, remaining Rent and Additional Rent (both as defined under the Lease) are due as follows: (a) unpaid pre-petition rent in the amount of \$11,866.66 for the period November 1-10, 2008; (b) rejection damages in the amount of (i) \$448,560 for base rent plus (ii) the tenant's additional rent obligations for 15% of the remaining term of the Lease; and (c) post-petition rent to the rejection effective date in the amount of \$143,586.66. The total amount owed to Circuit NH is \$604,013.32.

4. Circuit NH expressly reserves all rights to amend or supplement this Proof of Claim.

5. Circuit NH further expressly reserves the right to claim an administrative expense priority pursuant to 11 U.S.C. §§ 365(d)(3) and 503 for (i) all taxes (including all interest, penalties, and charges related thereto) which have been or will be assessed against the Leased Premises subsequent to the Commencement Date and (ii) any and all rent and/or other obligations arising or assessed, as the case may be, from and after the Commencement Date.<sup>1</sup>

---

<sup>1</sup> Circuit NH also reserves the right to seek a set-off.

6. In the event that the Debtor or any of the other Debtors assert or Circuit NH shall determine, that another of the Debtors is obligated or liable for any of the categories of claims and amounts set forth herein, this Proof of Claim shall be deemed to have been filed against such other debtor, for such category and amount.

7. The filing of this Proof of Claim is not and shall not be deemed or construed as (i) a waiver or release of Circuit NH's rights against any person, entity or property; (ii) a consent by Circuit NH as to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Circuit NH; (iii) a waiver or release of Circuit NH's right to trial by jury in this Court or any other court in any proceedings as to any and all matter so triable herein, whether or not the same be designated legal or private rights or in any case, controversy or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (iv) a consent by Circuit NH to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (v) a waiver or release of Circuit NH's right to have any and all final orders in any and all non-core matters or proceedings entered only after de novo review by a United States District Court Judge; (vi) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in these cases against or otherwise involving Circuit NH; or (vii) an election of remedies.

8. All notices concerning this Proof of Claim shall be sent to:

**Circuit NH Corp.**  
**c/o Sigmund Sommer Properties**  
280 Park Avenue  
New York, NY 10017  
212 661 0700 (phone)  
212 661 0844 (fax)  
Attn: Ronald Dictrow

**PROSKAUER ROSE LLP**  
Attorneys for Sigmund Sommer Properties  
1585 Broadway  
New York, New York 10036  
(212) 969-3000 (phone)  
(212) 969-2900 (fax)  
Attn: Jeffrey W. Levitan, Esq.

9. No judgment has been rendered on any of the amounts asserted in  
this Proof of Claim.

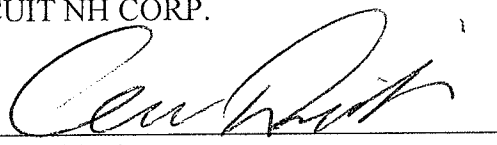
### ASSIGNMENT OF PROOF OF CLAIM

Effective as of this 5<sup>th</sup> day of August, 2009, and FOR VALUE RECEIVED, the receipt and sufficiency of which are acknowledged, the undersigned, Circuit NH Corp., a Delaware corporation ("Seller") absolutely sells, delivers, sets over, grants, conveys, assigns, and transfers, to 412 South Broadway Realty LLC, a New Hampshire limited liability company ("Purchaser"), the Proof of Claim more particularly described on Exhibit A attached hereto (the "Assignment").

To have and to hold this Assignment unto the Purchaser, its successors and assigns forever.

IN WITNESS WHEREOF, the Seller has caused these presents to be duly executed as of the day and year first written above.

CIRCUIT NH CORP.

By:   
Ronald Dictrow  
Treasurer